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*Attorneys for Defendants Produce Depot USA LLC,  
Gaetano M. Balzano and Luis A. Ruelas*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK  
C.H. ROBINSON WORLDWIDE, INC.,

Case No. 21-cv-07939(ALC)

Plaintiff,

Against

**ANSWER**

PRODUCE DEPOT USA LLC, GAETANO M. BALZANO,  
LUIS A. RUELAS, MICHAEL E. FELIX,

Defendants.

The defendants, PRODUCE DEPOT USA LLC (“Produce”), GAETANO M. BALZANO and LUIS A. RUELAS (“Luis”) (collectively, the “Defendants”) by and through their attorneys, The Fierst Law Group, P.C., as and for their Answer to the First Amended Complaint of the Plaintiff dated November 8, 2021 (the “Complaint”), respectfully alleges as follows:

1. Admits the allegations contained within paragraph 4 to the Complaint.
2. Denies the allegations contained within paragraphs 5, 18, 20, 21, 26, 27, 28, 29, 36, 37, 38 and 39 to the Complaint.
3. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained within paragraphs 1, 2, 3, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 22, 23, 24, 25, 30, 31, 32, 33, 34 and 35 to the Complaint.

**AFFIRMATIVE DEFENSES**

**FIRST AFFIRMATIVE DEFENSE**  
**(Failure to State a Claim)**

4. Plaintiff's Complaint fails to allege facts that state any claim upon which relief can be granted because, among other reasons, the defendants Guy and Luis are not individuals which are or were in custody, control or management of the defendant Produce's business.

**SECOND AFFIRMATIVE DEFENSE**  
**(Failure to Mitigate Damages)**

5. Plaintiff has failed to mitigate or attempt to mitigate damages, if in fact any damages have been or will be sustained, and any recovery by Plaintiff must be diminished or barred by reason thereof.

**THIRD AFFIRMATIVE DEFENSE**  
**(Failure to Name Proper Party)**

6. Plaintiff is estopped from obtaining the relief it demands as it has failed to name the proper party defendants, *to wit*, the proper owner/members of Produce.

**FOURTH AFFIRMATIVE DEFENSE**  
**(Unclean Hands)**

7. Plaintiff should be charged with knowledge of the terms of Produce's Operating Agreement in order to do business with Produce.

8. Plaintiff's claims are barred, in whole or in part, by the equitable doctrine of unclean hands, and the amounts demanded by Plaintiff for the alleged contractual amount due is in direct violation of Produce's Operating Agreement which requires the unanimous consent of Produce's members, the terms of which Plaintiff are charged with knowledge.

**FIFTH AFFIRMATIVE DEFENSE**  
**(Conduct of Third Party)**

9. Plaintiff's claims are barred, in whole or in part, as the acts complained of by the Plaintiff were occasioned through the conduct of co-defendant Michael E. Felix ("Felix") with whom Plaintiff dealt, in violation of his fiduciary duties as a member of Produce, which conduct was and remains unknown and unsanctioned by Produce, Guy and Luis.

**SIXTH AFFIRMATIVE DEFENSE**  
**(Offset)**

10. Any recovery by the Plaintiff should be offset by all amounts due and owing to the Plaintiff by the co-defendant Michael E. Felix.

**SEVENTH AFFIRMATIVE DEFENSE**  
**(Documentary Evidence)**

11. Plaintiff's claims are barred in whole or in part by the documentary evidence in this action including but not limited to bills of lading and executed purchase orders.

**EIGHTH AFFIRMATIVE DEFENSE**  
**(Additional Affirmative Defenses)**

12. The Defendants hereby state that they do not presently know all facts concerning the claims alleged by the Complaint sufficient to state all affirmative defenses at this time. Defendants will seek to amend this Answer should it later discover facts demonstrating the existence of additional affirmative defenses.

**PRAYER FOR RELIEF**

**WHEREFORE**, the Defendants pray that this Court:

(a) Dismiss the Plaintiff's Complaint;

(b) Such other and further relief as to the Court is deemed just and proper.

Dated: East Williston, New York  
December 15, 2021

Yours, etc.

**THE FIERST LAW GROUP, P.C.**

*Attorneys for the Defendants Produce Depot  
USA LLC, Gaetano M. Balzano and Luis A.  
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